

8013-E

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

NOV 2 '01 9-08 AM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 2, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Termination of Lease, dated as of November 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Commission under Recordation Number 8013-A.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Bank of New York 10161 Centurion Parkway Jacksonville, FL 32256
Lessee:	Union Carbide Corporation c/o The Dow Chemical Company 2020 Dow Center Midland, MI 48674

A description of the railroad equipment covered by the enclosed document is:

615 railcars bearing RAIX reporting marks and road numbers attached hereto

Mr. Vernon A. Williams
November 2, 2001
Page Two

A short summary of the document to appear in the index is:

Termination of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Numbers (both inclusive)</u>
RAILROAD TANK CARS		
77	20,000 gallon non-coiled, non-insulated	RAIX 6500 through RAIX 6576
9	20,000 gallon coiled, insulated	RAIX 9140 through RAIX 9148
19	20,000 gallon non-coiled, non-insulated	RAIX 9121 through RAIX 9139
45	20,000 gallon coiled, insulated	RAIX 6455 through RAIX 6499
2	23,500 gallon non-coiled, non-insulated	RAIX 2350 through RAIX 2351
7	23,500 gallon coiled, insulated	RAIX 2352 through RAIX 2358
27	26,000 gallon non-coiled, non-insulated	RAIX 2600 through RAIX 2626
10	30,000 gallon non-coiled, non-insulated	RAIX 3366 through RAIX 3375
7	20,000 gallon non-coiled, insulated	RAIX 2000 through RAIX 2006
13	18,000 gallon liquid oxygen	RAIX 700 through RAIX 712
RAILROAD HOPPER CARS		
306	5.250 cubic ft, covered hopper cars	RAIX60498 through RAIX 60803
93	5.700 cubic ft, covered hopper cars	RAIX57127 through RAIX 57219

RECORDATION NO. 8013-E FILED

NOV 2 '01 9-08 AM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

This Termination of Lease constitutes the acknowledgment of the undersigned parties that the Lease of Railroad Equipment (the "Lease"), dated as of March 1, 1975, between The Bank of New York (successor in interest to Trust Company for USL, Inc.), not in its individual capacity but solely as Owner Trustee, Lessor, and Union Carbide Corporation, a wholly owned subsidiary of the Dow Chemical Corporation (as successor to Union Carbide Chemicals and Plastics Company, Inc.), Lessee, has expired in accordance with its terms or has been terminated as to all railroad equipment leased thereunder, a description of which is attached hereto as Exhibit A.

The Lease was duly filed with the Interstate Commerce commission on July 30, 1975 at 10:05 a.m. under Recordation Number 8013, and Amendment No. 1 thereto was duly filed on August 30, 1993 at 2:05 p.m. under Recordation Number 8013-A.

This Termination of Lease shall not impair or terminate the rights and obligations of the parties under the Lease which expressly survive its termination.

Dated this 1st day of Nov, 2001

THE BANK OF NEW YORK, not in its individual capacity but solely as Owner Trustee, LESSOR

By: Virginia B. McClain, AT
Title: Agent

UNION Carbide Corporation, a wholly owned subsidiary of The Dow Chemical Corporation (as successor to Union Carbide Chemicals and Plastics Company, Inc.), Lessee

By: _____
Title: _____

TERMINATION OF LEASE

This Termination of Lease constitutes the acknowledgment of the undersigned parties that the Lease of Railroad Equipment (the "Lease"), dated as of March 1, 1975, between The Bank of New York (successor in interest to Trust Company for USL, Inc.), not in its individual capacity but solely as Owner Trustee, Lessor, and Union Carbide Corporation, a wholly owned subsidiary of The Dow Chemical Corporation (as successor to Union Carbide Chemicals and Plastics Company, Inc.), Lessee, has expired in accordance with its terms or has been terminated as to all railroad equipment leased thereunder, a description of which is attached hereto as Exhibit A.

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This Termination of Lease shall not impair or terminate the rights and obligations of the parties under the Lease which expressly survive its termination.

Dated this 1st day of Nov, 2001

THE BANK OF NEW YORK, not in its
individual capacity but solely as Owner
Trustee, LESSOR

By: _____
Title: _____

UNION CARBIDE CORPORATION, a wholly
owned subsidiary of The Dow Chemical
Corporation (as successor to Union Carbide
Chemicals and Plastics Company, Inc.), Lessee,

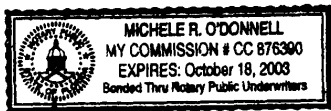
By: Dwaine Smith
Title: _____
RAIL SERVICES
PURCHASING SPECIALIST

STATE OF Florida)
) ss:
COUNTY OF Duval)

On this 29th day of October, 2001, before me personally appeared Donna H. McClain, to me personally known, who, being by me duly sworn, did say that he/she is An agent of THE BANK OF NEW YORK, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

Michele R. O'Donnell
NOTARY PUBLIC

My commission expires:



STATE OF Michigan)
COUNTY OF Midland) ss:

On this 31st day of October, 2001, before me personally appeared Dwayne Smart, to me personally known, who, being by me duly sworn, did say that he/she is Rail Services Purchasing Specialist of UNION CARBIDE CORPORATION, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

Heather J. Dudley
NOTARY PUBLIC

My commission expires:

HEATHER J. DUDLEY
Notary Public, Midland County, MI
My Commission Expires Oct. 14, 2004



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93	5.700 cubic ft, covered hopper cars	RAIX57127 through RAIX 57219

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/1/01



Robert W. Alvord